

RECORDATION NO. 23233-B FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

NOV 21 '00 12-20 PM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 21, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II No. Trust 2000-E

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement, dated as of November 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23233.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: First Security Bank, N.A.
79 Main Street
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

30 SD70M locomotives within the series UP 4223 - UP 4263

Mr. Vernon A. Williams
November 21, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement dated as of November 22, 2000, First Security Bank, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee, covering 30 SD7OM locomotives within the series UP 4223 - UP 4263

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

EL-Mo II TRUST NO. 2000-E

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

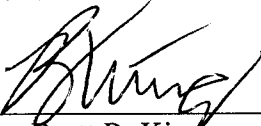
Memorandum of Trust Indenture and Security Agreement made and entered into on November 22, 2000 by and between First Security Bank, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated November 22, 2000, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to the Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.,
as Indenture Trustee

By 
Name: Brett R. King
Title: Vice President

Executed on this ____ day of November
2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of November
2000.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By _____
Name:
Title:

Executed on this ____ day of November
2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

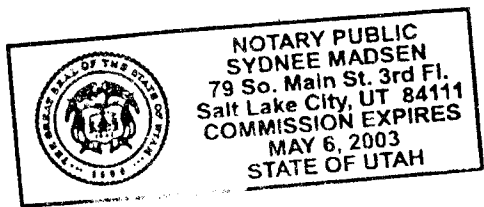
By _____
Name: JAMES P. LAWLER
Title: Vice President

Executed on this ____ day of November
2000.

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this, the 10 day of November, 2000, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of First Security Bank, National Association, that said instrument was signed on November 10, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sydnee Madsen
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of November, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on November ___, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

SS:

Kathleen A. Pedelini
Name: **KATHLEEN A. PEDELINI**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires **Oct. 31, 2007**
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS:

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
 Notary Public _____
 My Commission Expires: _____
 Residing in _____

Exhibit A

Units		
Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	30	4223
		4225
		4226
		4227
		4228
		4229
		4230
		4232
		4233
		4234
		4235
		4236
		4237
		4238
		4239
		4240
		4242
		4243
		4244
		4248
		4250
		4251
		4256
		4257
		4258
		4259
		4260
		4261
		4262
		4263